

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

SKYLINE SOFTWARE SYSTEMS, INC.,

Plaintiff,

v.

KEYHOLE, INC., and
GOOGLE INC.

Defendants.

CIVIL ACTION NO. 04-11129 DPW

**DECLARATION OF SAUNDRA L. M. RILEY IN SUPPORT OF DEFENDANTS'
MOTION TO IMPOUND MEMORANDUM OF POINTS AND AUTHORITIES,
DECLARATION OF MICHAEL T. JONES AND DECLARATION OF STEVEN
FEINER IN OPPOSITION TO PLAINTIFF'S MOTION FOR A PRELIMINARY
INJUNCTION**

REQUEST FOR SPECIAL ACTION – Local Rule 5.1(c)

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I, Saundra L. M. Riley, declare and state as follows:

1. I am an associate of Fenwick & West LLP, counsel for Defendants Keyhole, Inc. and Google Inc. in the above-captioned matter. I make this declaration of my personal knowledge and can competently testify thereto if called upon to do so.

2. On January 30, 2006, I called and left a voice message for Geri Haight of Mintz, Levin Coh, Ferris, Glovsky & Popeo PC, counsel for Skyline Software Systems, Inc., inquiring about the status of the proposed protective order and potential protections for Defendants' opposition and supporting papers which were to be filed on February 3, 2006.

3. On January 31, 2006, Ms. Haight and I discussed the status of the parties' negotiation regarding a stipulated protective order. I informed Ms. Haight that Defendants intended to move to impound certain documents, including their memorandum of points and authorities, in support of their opposition to Plaintiff's Motion for Preliminary Injunction because the documents contain confidential and trade secret information relating to the internal operation of Defendants' products, which facilitate delivery of satellite and 3D images of the Earth to users via the Internet.

4. I also informed Ms. Haight that I was concerned about having appropriate protections in place for such information vis-à-vis Plaintiff, its attorneys, and its expert. Ms. Haight suggested that we attempt to resolve the remaining issues with the form of protective order before addressing that issue. She indicated that she was in the process of reviewing and revising the form of protective order proposed by my firm. She forwarded those revisions to my firm on January 31, 2006.

5. The parties did not reach agreement about the proposed revisions prior to Defendants' filing their Motion to Impound. Ms. Haight proposed that, for purposes of the filing on February 3, 2006, access to the documents containing confidential and trade secret information be limited to Plaintiff's outside counsel and its technical expert, Terry Keating, Ph.D. After consulting further with Ms. Haight about additional restrictions Defendants would require, I provided Ms. Haight a copy of a previous version of Defendants' proposed order,

which contained proposed restrictions on access to and use and disclosure of the at-issue documents and the confidential and trade secret information. Ultimately, the parties agreed to the following restrictions:

(1) The Submission shall only be provided to Plaintiff's outside attorneys (and persons working solely in secretarial, clerical, graphical and paralegal capacities who are assisting those attorneys) and to Terry Keating, Ph.D. ("Dr. Keating");

(2) Plaintiff's outside attorneys will take all necessary steps to ensure the Submission and the information contained therein is not publicly disclosed through filing of any further documents in support of its Motion for Preliminary Injunction, including by obtaining permission from the Court to file such documents under seal;

(3) The Submission and the information contained in the Submission shall only be used for purposes of the above-captioned action, and not for any business, litigation, patent prosecution, competitive or governmental purpose or function, and shall not be disclosed by any of the above identified recipients to anyone besides (a) the Court and its personnel, (b) Plaintiff's outside attorneys of record in this Action (and persons working solely in secretarial, clerical, graphical and paralegal capacities who are assisting those attorneys), or (c) Dr. Keating; and

(4) Neither Plaintiff's outside attorneys who receive access to the Submission nor Dr. Keating shall prosecute, supervise, or assist in any way in the prosecution of any patent application on behalf of Skyline, or any of its affiliates, including without limitation any continuation, continuation-in-part, divisional, renewal, substitute or conventional application, whether or not claiming priority from any patent asserted in this litigation, and any foreign counterparts, during the pendency of this case and for one year after the conclusion of this litigation.

6. I also provided Ms. Haight a copy of Defendants' Motion for her review. On February 1, 2006, Ms. Haight confirmed her assent to the Motion, including the restrictions on access to and use and disclosure of Defendants' confidential and trade secret information, in an email to me.

I declare under the penalty of perjury that the foregoing is true and correct and that this declaration was executed on the 1st day of February 2006 at Mountain View, California.

/s/ Sandra L. M. Riley

SAUNDRA L. M. RILEY

